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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re

DELPHI CORPORATION, et al.,  
  
Debtors.

Chapter 11

Case No. 05-44481 (RDD)  
Jointly Administered

**DECLARATION OF BETH HORNBECK IN SUPPORT OF  
OBJECTION OF ALPS AUTOMOTIVE, INC. TO DEBTORS' ASSUMPTION  
AND/OR ASSIGNMENT OF EXECUTORY CONTRACTS TO BUYERS  
IN CONNECTION WITH SALE OF STEERING AND HALFSHAFT BUSINESS**

I, BETH HORNBECK, declare:

1. I am an Accounts Material Coordinator for Alps Automotive, Inc. ("Alps"), and formerly a Credit Analyst III for Alps, and in such capacity, I am personally familiar with each of the facts stated herein, to which I could competently testify if called upon to do so in a court of law.

2. I make this declaration in support of the *Objection Of Alps Automotive, Inc. To Debtor's Assumption And/Or Assignment Of Executory Contracts To Buyers In Connection With Sale Of Steering And Halfshaft Business* (the "Objection").<sup>1</sup>

3. On October 8, 2005 (the "Petition Date"), the Debtors and numerous related entities filed voluntary petitions initiating the above-captioned chapter 11 case, now jointly administered.

4. On January 23, 2008, the Debtors sent the *Notice Of Assumption And/Or*

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<sup>1</sup> All terms not otherwise defined herein shall have the meaning ascribed to them in the Objection.

*Assignment Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business* (the “Notice”) to Alps, wherein the Debtors state their intent to assume and assign Purchase Order Nos. 90I5747 and 90I5746 (collectively, the “Purchase Orders”), as identified by the Debtors in Exhibit 1 attached to the Notice.

5. Prior to the Petition Date, Alps sold various automotive parts on credit terms to one or more of the Debtors, and as of the Petition Date, Alps was owed the sum of \$6,140,513.59 for parts sold to the Debtor for which payment was not received.

6. All parts orders by the Debtors were part of an overall relationship, with standard terms for delivery, payment and reconciliation. Individual orders were made by purchase orders, as part of that relationship. Since the Petition Date, Alps has continued to sell parts to the Debtors.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 31st day of January 2008 at Auburn Hills, Michigan.

/s/ Beth Hornbeck  
Beth Hornbeck